

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,
MONITORING AND REPORTING OF TRADING BY INSIDERS

Introduction

SEBI vide its Circular No. LD-NRO/GN/2014-15/21/85, dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, which was effective from 15th May, 2015.

Regulation 9 contained in Chapter - IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, provides for the formulation of a 'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders' (hereinafter referred to as the 'Code').

The Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (hereinafter referred to as "the Code") is being introduced to replace the earlier Prohibition of Insider Trading Code.

This Code is prepared in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto.

1. Definitions

"Act" means the Securities and Exchange Board of

India Act, 1992; "Board" means the Board of Directors

of the Company;

"Code" or "Code of Conduct" shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of GWALIOR TOOLS LTD ~~SHREE RAJESHWARANAND PAPER MILLS LIMITED~~ as amended from time to time;

"Company" means GWALIOR TOOLS LTD;

"Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company;

"Designated Person(s)"

Designated Person(s)

mean:

- (i) All Promoters, Directors & Key Managerial Personnel of the Company;

- (ii) All Employee in the following functions:
 - Corporate Accounts
 - Corporate Taxation
 - Secretarial
- (iii) All Employees in the grade of Vice-President and above;
- (iv) Employees of Information Technology (IT) function above the designation / grade Senior Manager;
- (v) Employees of the material subsidiaries of the Company with designation / grade Vice President and above;
- (vi) Such other Employees/persons as may be designated by the Board or the Committee or the Executive Director of the Company from time to time, to whom these trading restrictions shall be applicable, keeping in mind the objectives of this Code.

“Dealing in Securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;

“Director” means a member of the Board of Directors of the Company;

“Employee” means every employee of the Company and its Subsidiaries including the Directors in the employment of the Company and shall include any person deputed by GWALIOR TOOLS LTD to any of its subsidiaries.

“Free Period” means any Period other than the Prohibited Period

"Generally available Information" means information that is accessible to the public on a non- discriminatory basis and shall not include unverified event or information reported in print or electronic media;

"Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

“Insider” means any person who is:

- (i) a connected person including Designated Person; or
- (ii) in possession of or having access to unpublished price sensitive information; or
- (iii) any person in receipt of Unpublished Price Sensitive Information (UPSI) pursuant to a “legitimate purpose”

The term “Connected Person” referred in this definition of Insider means:

Any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following

that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:

- a. by reason of frequent communication with its officers; or
- b. by being in any contractual, fiduciary or employment relationship; or
- c. by being a director, officer or an employee of the company; or
- d. holds any position including a professional or business relationship ;whether temporary or permanent that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access

Deemed to be a Connected Person

The persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- a. a relative of connected persons specified in clause 3.2.3.1; or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i. a banker of the company;
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
- k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);]

“Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013;

“Legitimate Purposes” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

“Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"Prohibited Period"

Prohibited Period shall mean the following:

a	In respect of announcement of Quarterly/Half Yearly/Yearly Financial Results by the Company.	A period not earlier than seven days before the date of Board meeting at which the Financial Results will be considered and approved and ending 48 hours after the announcement of Financial Results for the respective quarter/half year/year as the case may be, which may be declared by the Compliance Officer or such other period as may be declared
b	In respect of Declaration of Dividend	Prohibited Period will begin from such time as may be declared by the Compliance Officer after consultation with the Promoter/ Executive Director Board.
c	In respect of change in Structure	
d	In respect of mergers, de-mergers, acquisition, delisting or such other	
e	In respect of changes in Key Managerial Personnel	
f	In respect of Material Events in accordance with SEBI (Listing Obligations and Disclosure	
g	In other cases	The Compliance Officer shall declare a Prohibited Period when he determines that a designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. The same shall be after consultation with the Promoter/ Executive Director or as may be directed

"Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

"Relative" shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;

- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

"Trading Day" means a day on which the recognized stock exchanges are open for trading;

"Unpublished Price Sensitive Information" (UPSI) means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- v. changes in key managerial personnel.

Words and expressions used and not defined in this Code shall have the same meaning as contained in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder.

2. Role of Compliance Officer

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee on quarterly basis.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct.

3. Preservation of "Price Sensitive Information"

All Insiders shall maintain the confidentiality of all Price Sensitive Information. The Insiders shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. The following

practices should be followed in this regard:

Need to Know

Unpublished Price Sensitive Information is to be handled by Insiders who are privy to such information on a “need to know” basis for furtherance of Legitimate Purposes, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

Limited access to confidential information

The Insiders shall ensure that the files containing confidential information shall be kept secure. In the case of files and information maintained under electronic format, such files and information shall have adequate security such as login and password.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:

- i. entail an obligation to make an open offer under the takeover regulations where the Board is of the opinion that the proposed transaction is in the best interests of the Company; or
- ii. not attract the obligation to make an open offer under the takeover regulations but where the Board is of the opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

However, the Board of Directors shall require the parties to contract to execute agreements of confidentiality and non-disclosure obligations and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4. Structured Digital Database

The Board of Directors or head(s) of the Company of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors or Head(s) of the Company of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of ten years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

4. Trading Restriction

The Designated Persons of the Company shall be governed by this Code for dealing in Securities of the Company which is enumerated below.

Restriction on Trading during Prohibited Period

Designated Persons (including their immediate relatives) shall not trade in the Securities of the Company during the Prohibited Period. The restriction also applies to the sale of shares allotted upon exercise of such stock options. However, exercise of ESOPs shall not be considered to be trading and hence the Designated Person is allowed to exercise ESOPs during the Prohibited Period.

The Prohibited Period shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

Designated Persons are prohibited from creating a pledge on the Securities of the Company held by them while in possession of UPSI. Creation or invocation of pledge is not allowed during the Prohibited Period.

Minimum Holding Period

Designated Persons (including their immediate relatives) who buy or sell Securities of the Company shall not enter into an Contra trade i.e. opposite transaction during the next 6 (six) months following the prior transaction ("Opposite Transaction"). However, the restriction on Opposite Transaction shall not apply to:

- a) the exercise of options granted under ESOP Scheme announced by the Company from time to time;
- b) the sale of shares acquired under ESOP Scheme, provided that the Designated Person is not in possession of UPSI at the time of such sale.

In case the sale of Securities is necessitated due to a personal emergency, the minimum holding period of 6 (six) months may be waived off by the Compliance Officer after recording in writing the reasons in this regard and subject to the concerned person having obtained the approval of his Head of Department by making an application in Form J as annexed to this Code, provided such waiver does not violate SEBI Insider Regulations.

In case opposite transaction is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the applicable law.

Designated Persons (including their immediate relatives) shall not take positions in derivative transactions in the Securities of the Company, if any, at any time.

Designated Persons (including their immediate relatives) are strictly prohibited from entering into speculative transactions in the Securities of the Company.

The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window shall also be applicable to all person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

5. Pre-clearance of trades

Every Designated Person (including his immediate relative) who intends to trade in the Securities of the Company, shall seek pre-clearance of transactions(s) before entering into such transaction(s) as per the pre-clearance procedure described hereafter, if dealing in Company's securities where Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs (Rupees Ten Lakhs only).

Notes:

- i) The onus of aforesaid disclosures will be on the Designated Persons.*
- ii) With respect to the conditions on seeking Pre-clearance as envisaged in 5.1 above,*
- iii) It is hereby clarified that the dealing between the Designated Persons and their relatives shall not be aggregated. It has to be on an individual basis.*
- iii) It is hereby clarified that Pre-clearance will not be required for exercise/sale of ESOPs.*

The pre-dealing procedure shall be hereunder:

- 5.2.1. An application for pre-clearance of trades shall be made in Form D to the Compliance Officer as annexed to this Code giving details of proposed Trading(s).
- 5.2.2 The approval shall be granted within 2 trading days or such further time from the date of acknowledgement in Form F as annexed to this Code. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any Unpublished Price Sensitive Information. There shall

be no obligation to give reasons for any withholding of approval.

Designated Persons who seeks pre-clearance shall execute the trade(s) in respect of Securities of the Company within 7 (seven) trading days from the date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall pre-clear the transaction again.

Designated Persons (including their immediate relatives) who have dealt in Securities of the Company after obtaining pre-clearance as aforesaid shall within 2 (two) trading days of such trading, disclose the actual details of their transaction(s) to the Compliance Officer in Form G as annexed to this Code.

An undertaking accompanying the application in Form E shall be executed in favour of the Company by the Designated Persons incorporating inter-alia, the following statements:

- (a) the Securities in respect of which approval is sought or intimation is provided, will be held/have been held by him/ her for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme);
- (b) he/she does not have access to or has not received any unpublished price sensitive information up to the time of signing the undertaking;
- (c) if he/she has access to or has received any unpublished price sensitive information after signing of the undertaking but before executing the transaction, he/she would inform the Compliance Officer of the change in his position and would completely refrain from trading in the Securities of the Company till such time the information is made Generally Available;
- (d) he/she has not contravened these Rules or the SEBI Insider Regulations, including any amendments thereto, as notified from time to time; and
- (e) he/she has made a full and true disclosure required in the matter.

6. Other Restrictions

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures made under this Code shall be maintained for a period of five years.

7. Reporting Requirements for transactions in securities

7.1 Initial Disclosure

- 7.1.1 Every promoter, Key Managerial Personnel and director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in Form A in the format prescribed by SEBI as attached.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter shall disclose his holding of Securities of the Company, in Form B in the format prescribed by SEBI (attached) as on the date of appointment or becoming a promoter/Designated Person, to the Company within 7 days of such appointment or becoming a promoter.

Any person who becomes a Designated Person shall disclose to the Compliance Officer in Form H, details of himself and his immediate relatives, the number of Securities of the Company held by him and his immediate relatives as on the date of becoming a Designated Person, name of educational institution from which Designated Person has graduated and names of past employers and details of persons with whom he had Material Financial Relationship, within 7 (seven) trading days of his so becoming a Designated Person.

Continual Disclosure

Every Designated Person shall be required to furnish to the Compliance Officer in Form I as annexed to this Code, the following details, within 7 (seven) trading days after the close of the financial year:

- a. Details of his dependents/immediate relatives as on 31st March of the preceding financial year;
- b. Details of Securities of the Company held by him and his dependents/immediate relatives as on 31st March of the preceding financial year;;
- c. Names of persons with whom such designated person(s) shares a Material Financial Relationship; and
- d. PAN or Other Identifier, Phone, mobile and cell numbers which are used by persons mentioned in (a) and (c) above

Every Designated Person shall be required to furnish to the Compliance Officer within 7 days any change in details mentioned in sub-clause (c) and (d) of 7.2.1.

- 7.2.2. Further, every Designated Person is also under a Statutory Obligation to disclose to the Company, in Form C in the format prescribed by SEBI (attached), the number of such Securities acquired or disposed of within two (2) trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees 10 Lacs.

8. Disclosure by the Company to the Stock Exchange(s)

Within 2 (two) days of the receipt of intimation under Clause 7.2.2, the Compliance Officer shall disclose to all Stock Exchanges on which the securities are listed, the information received.

9. Dissemination of Price Sensitive Information

No information shall be passed by the Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- i. Only public information to be provided.
- ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv. Simultaneous release of information after every such meet.

10. Procedure of inquiry in case of contravention of the Code and leakage or suspected leakage of UPSI

UPSI shall be considered as leaked or suspected to have been leaked when it is:

- (i) Shared with any media without cognizance of the Compliance Officer.
- (ii) Published / circulated on social media without cognizance of the Compliance Officer.
- (iii) Any intimation seeking explanation is received from Stock Exchanges; and
- (iv) Any complaint is received in this regard.

When contravention of the Code or leakage or suspected leakage of the UPSI comes / brought to the knowledge of the Compliance Officer he shall refer the incidence along with the material available with him to the "Insider Trading Inquiry Committee".

The inquiry shall be conducted by "Insider Trading Inquiry Committee" (ITIC). The function of the Committee shall be overseen by the "Audit Committee".

ITIC shall comprise of the following officials:

- i) Managing Director / Executive Director, to act as Chairman.
- ii) Chief Financial Officer, Member.
- iii) Head Compliance & Legal, Member.

In case the allegations are against any of the members of the Committee such person shall not be part of the committee.

Any of the two members shall constitute quorum for the meeting of the Committee.

The ITIC shall look into the facts and evidence referred to it; if it finds merit in the case it shall call upon the person/ persons to present their views on alleged Contrave

ntion of the Code & Leakage or Suspected Leakage of UPSI (“Incidence”).

ITIC shall be empowered to take opinion/ assistance of the external professionals/ experts in the course of inquiry.

ITIC shall form its opinion regarding the Incidence and prepare a detailed report regarding its findings; The report shall be submitted to the Chairman of the “Audit Committee”.

The Audit committee shall peruse the report of the ITIC and decide the action to be taken against the person(s) responsible for the Incidence.

The Audit Committee shall have the power to direct HR department of the Company to take disciplinary action which may include termination, suspension, wage freeze.

The entire process of inquiry and action shall be completed within 3 (three) months from referring the incidence by the Compliance Officer to the ITIC.

11. Penalty for contravention of the Code of Conduct

Every Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Insider who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

Insiders who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any penalty amount collected under this clause shall be remitted to the Securities & Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities & Exchange Board of India under the Act.

12. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall inform such violation to the Stock Exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Securities and Exchange Board of India from time to time.

In the event of any amendment to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or issuance of any clarification relating to prohibition of insider trading, such amendment/ clarification shall be deemed to be adapted by the Company and in case of any conflict between the provisions of the Code and SEBI (Prohibition of Insider Trading), Regulations, 2015, the latter shall prevail.

This code is approved and adopted by the Board of Directors in its meeting held on_ effective from same day.

List of Annexure

Form	Initial Disclosures
A	Disclosures on becoming
Form	KMP Continual
B	Disclosures
Form E	Format of Undertaking to be accompanied with the application for pre-
Form F	Format For Pre- Clearance Order
Form G	Format for Disclosure of Transactions
Form H	Statement of Holdings in the Securities of the Company on becoming Designated Person
Form I	Format for Yearly disclosure of Securities
Form J	Waiver of Minimum Holding Period

FORM D

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADE
(To be submitted in duplicate)

To,
The Compliance Officer,
GWALIOR TOOLS LTD,

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____
Securities of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date (with Folio No. /		
4.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
5.	Type of security		
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be		
11.	Folio No. / DP ID / Client ID No. where the Securities will be Credited/		

I enclose herewith the form of Undertaking

signed by me. Yours faithfully,

Signature of Employee

FORM E

(FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE)

UNDERTAKING

To

,
The Compliance
Officer
GWALIOR TOOLS LTD,

Dear Sir/Madam,

I, _____, _____ of the Company
residing at _____, am desirous of dealing in _____
*Securities of _____ the Company as mentioned in my
application dated _____ for pre-clearance of the transaction.

I undertake that the Securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme).

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

* Indicate number and type of shares/
Securities

Date :

Signature : _____

FORM F

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your request for dealing in _____(no. & type) securities of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____(date) that is within 7 (seven) days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/ deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 (two) days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For GWALIOR TOOLS LTD

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

FORM G

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 (two) days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
GWALIOR TOOLS LTD,

Dear Sir/Madam

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to ___ securities as mentioned below on __ (date)

Name of holder/immediate relative	Relative	No. & type of securities dealt with	Bought/sold/subscribed	DP ID/Client ID/Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : Name: Designation: n:
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FORM - H

STATEMENT OF HOLDINGS IN THE SECURITIES OF
THE COMPANY ON BECOMING
DESIGNATED PERSON

(To be submitted within 7 trading days from becoming a Designated Person)

Date:

To:

The Compliance Officer
GWALIOR TOOLS LTD

Dear Sir/ Madam,

As/Consequent to becoming a Designated Person (DP) of the Company, I hereby furnish the following details in terms of the Company's Insider Trading Code:

1. Details of Designated Person

- a. Name : _____
- b. Designation : _____
- c. Function : _____
- d. Employee Code : _____
- e. PAN : _____
- f. Date of assuming office of Director / Officer/ DP : _____
- g. Name of educational institution from which Designated Person has graduated :
- h. Names of the past employers

2. Details of Immediate Relatives [as defined in Rule 1.12. of this Code]

Name	Relation	PAN/ *Other Identifier	Phone, mobile / cell

* If PAN not obtained Aadhar Number or Voters ID number or Passport Number

3. Details of persons with whom Designated Person shares Material Financial Relationship:

Name	PAN/ *Other Identifier	Phone, mobile / cell numbers

* If PAN not obtained Aadhar Number or Voters ID Number or Passport Number

4. Details of Securities of the Company held by me and by my immediate relatives as on date of becoming Designated Person.

Self / HUF/ Immediate Relative (Name)	DP-ID/ Client- ID / Folio No.	No. of Securities held	Class of Securities (Equity/Preference, etc.)	If held in Joint Name (Specify First/Second/ Third)	Mode of acquisition (market purchase public/right offer etc.)
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Yours faithfully,

(

_____)

Name:

Employee

Code:

Designation:

Department:

Location:

Note: 'Material Financial Relationship' means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

FORM I

FORMAT FOR YEARLY DISCLOSURE OF SECURITIES

The Compliance Officer,
GWALIOR TOOLS LTD,

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on March _____

I. Details of securities held by me:

Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client ID

II. Details of dependent(s):

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Person	PAN/ *Other Identifier	Phone, mobile / cell numbers used

* If PAN not obtained Aadhar Number or Voters ID Number or Passport Number

III. Details of securities held by dependent(s) :

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

IV. Details of persons with whom Designated Person shares Material Financial Relationship:

Name	PAN/ *Other Identifier	Phone, mobile / cell numbers

* If PAN not obtained Aadhar Number or Voters ID Number or Passport Number

Date :

Signature: _____

Note: 'Material Financial Relationship' means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

FORM - J

WAIVER OF MINIMUM HOLDING PERIOD

[Pursuant to Rule 4.5]

Date:

To,
The Compliance Officer
GWALIOR TOOLS LTD

Dear Sir/ Madam,

I request you to grant me a waiver of the minimum holding period of six months as required under the Company's Insider Trading Rules, 2015 with respect to ___equity shares of the Company held by me/ my Immediate

Relatives/ HUF _____ (Name) singly/ jointly acquired by me / my Immediate _____(Date). Relatives/ HUF on

I desire to deal in the securities on account of following (give reasons and supporting documents).

I declare that:

- a) The above details are true, correct and complete in all respect; and
- b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- c) The trade if made shall not be in contravention of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thanking

you, Yours

faithfully,

(_____)

Name:

Employee

Code:

Designation

Department:

Location:

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(for office use only)

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REJECT

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